



# NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

June 11, 1979

10320-B  
Filed 1426

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423.

JUN 12 1979 12 18 PM

INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Supplemental Trust Agreement dated as of June 7, 1979, to Equipment Trust Agreement dated as of March 1, 1979, by and between North American Car Corporation ("North American") and The Bank of New York, as Trustee.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Supplemental Trust Agreement dated as of June 7, 1979, (the "Supplement") to the Equipment Trust Agreement ("Agreement") dated as of March 1, 1979, by and between North American and The Bank of New York as Trustee ("Trustee"), 90 Washington Street, New York, New York, 10015. This Agreement was recorded with the Interstate Commerce Commission at 9:50 a.m. on April 27, 1979, and was assigned Recordation No. 10320.

Under the Agreement and the Supplement, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Agreement and the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie,  
Attorney.

JMG/sgs

**Interstate Commerce Commission**  
Washington, D.C. 20423

61  
6/12/79

**OFFICE OF THE SECRETARY**

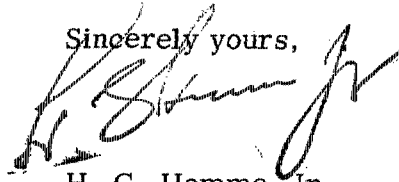
James M. Gillespie, Atty.  
North American Car Corp.  
222 South Riverside Plaza  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 6/12/79 at 12:15pm, and assigned recordation number(s). 9718-G & 10320-B

Sincerely yours,



H. G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)

SUPPLEMENTAL TRUST AGREEMENT RECORDATION NO. 10330-B Filed 1425

Dated as of June 7, 1979. JUN 12 1979 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of June 7, 1979, between NORTH AMERICAN CAR CORPORATION (the "Company") and THE BANK OF NEW YORK, as Trustee (the "Trustee").

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of March 1, 1979, as thereafter and heretofore supplemented, (the "Trust Agreement"), a true copy of which is annexed hereto as Appendix B, providing for the issue of its 10.25% Equipment Trust Certificates, First 1979 Series due April 1, 1999 (the "Trust Certificates"), in the aggregate principal amount of \$30,000,000;

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended to add thereto the cars described on Appendix A hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of New York. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 22A, 22B, 22C and 22D of the Bills of Sale Act of the Province of British Columbia, and amendments thereto, and by Sections 14 and 14A of the Conditional

Sales Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By

*[Signature]*  
Vice President

ATTEST:

*[Signature]*

THE BANK OF NEW YORK, as Trustee

By

*[Signature]*

ATTEST:

*[Signature]*

Its

ASSISTANT SECRETARY

Its

ASSISTANT VICE PRESIDENT

STATE OF ILLINOIS }  
COUNTY OF COOK } SS.:

On this 7<sup>th</sup> day of June, 1979, before me personally appeared R.A. Noback to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on JUN 7 1979 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Kelly  
Notary Public

My Commission Expires 2/23/83

STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS.:

On this 8 day of JUNE, 1979, before me personally appeared K. G. Pittius, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE BANK OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on JUNE 8, 1979, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

Angela Leotta

My Commission Expires

ANGELA LEOTTA  
Notary Public, State of New York  
No. 04-000012  
Qualified in Kings County  
Certificate of the New York County  
Commission Expires March 30, 1980

STATE OF ILLINOIS  
COUNTY OF COOK

To Wit:

IN THE MATTER OF registration of a Supplemental Trust Agreement dated as of the 7th day of June, 1979 and made from North American Car Corporation to The Bank of New York, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

1. R. A. Noback, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois; on the 7th day of June 1979.

SWORN before me at the  
City of Chicago in the  
State of Illinois,  
the 7th day of June  
1979.

Patricia A. Kelly  
A Notary Public in and for said County  
in the State of Illinois.  
My Commission Expires 2/23/83

*[Signature]*

STATE OF NEW YORK  
COUNTY OF NEW YORK

To Wit:

IN THE MATTER OF registration of a Supplemental Trust Agreement dated as of the 7<sup>th</sup> day of June, 1979 and made from North American Car Corporation to The Bank of New York, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

I, K. G. Pittius, of the City of New York in the State of New York, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Assistant Vice President of The Bank of New York, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, First 1979 Series, referred to therein and not for the mere purpose of protecting the chattels or book debts therein mentioned against the creditors of the mortgagor or assignor or preventing such creditors from obtaining payment of any claim against the mortgagor or assignor.

SWORN before me at the  
City of New York in the  
State of New York,  
this 8<sup>th</sup> day of June 1979:

*Angela Leotta*

A Notary Public in and for said County  
in the State of New York.  
My Commission Expires

*K. G. Pittius*

ANGELA LEOTTA  
Notary Public, State of New York  
No. 24-4676942  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1980

# APPENDIX A

## NORTH AMERICAN CAR CORPORATION

### EQUIPMENT TRUST - FIRST 1979 SERIES

#### DESCRIPTION OF TRUST EQUIPMENT ~~Added~~

Quantity	Initials & Serial Numbers	A.A.R.		Description
		Mechanical	Designation Code	
35	AESX 17050-17084	T-104		Class 111A100W3, 100 ton, 17,500 gallon capacity tank cars
1	NATX 72565	T-105		Class 111A100W3, 100 ton, 20,700 gallon capacity tank car
2	NATX 73646-73647	T-651		Class 111A100W1, 100 ton, 20,700 gallon cars
12	NAHX 93933-93944	L-651		Class LO, 100 ton, 3,000 cu. ft. hopper cars
20	NAHX 481120-481139	L-153		Class LO, 100 ton, 4,750 cu. ft. hopper cars
50	NAHX 481150-481199	L-153		Same as above

## SUPPLEMENTAL TRUST AGREEMENT

Dated as of May 14, 1979

RECORDATION NO. 20320-A  
Filed 1425

MAY 16 1979 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of May 14, 1979, between NORTH AMERICAN CAR CORPORATION (the "Company") and THE BANK OF NEW YORK, as Trustee (the "Trustee").

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of March 1, 1979 (the "Trust Agreement"), a true copy of which is annexed hereto as Appendix C, providing for the issue of its 10.25% Equipment Trust Certificates, First 1979 Series due April 1, 1999 (the "Trust Certificates"), in the aggregate principal amount of \$30,000,000;

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended (1) to add thereto the cars described on Appendix A hereto and (2) to delete therefrom the cars described on Appendix B hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

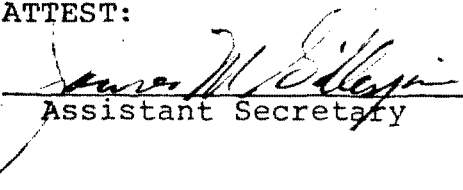
Except for the amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of New York. The Company hereby waives and releases all its rights, benefits and protection given it by Sections 22A, 22B, 22C and 22D of the Bills of Sale Act of the Province of British Columbia, and amendments thereto, and by Sections 14 and 14A of the Conditional Sales Act of the Province of British Columbia, and amendments thereto.

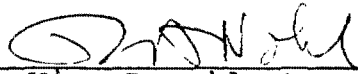
IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

ATTEST:

  
Assistant Secretary

By

  
Vice President

THE BANK OF NEW YORK, as Trustee

ATTEST:

  
Its Assistant Secretary

By

  
Its Assistant Vice President

STATE OF ILLINOIS }  
COUNTY OF COOK } SS.:

On this ~~14<sup>th</sup>~~ day of May, 1979, before me personally appeared R. A. Noback, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on May 14, 1979 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public  
Brian M. Welles

My Commission Expires  
4-18-80

STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS.:

On this ~~14<sup>th</sup>~~ day of May, 1979, before me personally appeared M. C. LARNED, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE BANK OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on May 14, 1979, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathryn H. Frey  
Notary Public

My Commission Expires

KATHRYN H. FREY  
Notary Public, State of New York  
No. 31-1319230  
Qualified in New York County  
Term Expires March 30, 1981

STATE OF ILLINOIS  
COUNTY OF COOK

TO WIT:

Supplemental

IN THE MATTER OF registration of an ~~Equipment~~ Trust Agreement dated as of the ~~14th~~ day of ~~March~~, 1979 and made from North American Car Corporation to ~~The Bank of New York~~, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

I, R. A. Noback, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

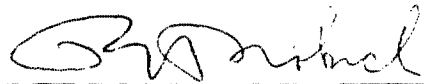
2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the ~~14th~~ day of May, 1979.

SWORN before me at the  
City of Chicago in the  
State of Illinois,  
the ~~14th~~ day of May  
1979.

Brian M. Waldron

A Notary Public in and for said County  
in the State of Illinois.

My Commission Expires 4-18-80



STATE OF NEW YORK  
COUNTY OF NEW YORK

To Wit:

*Supplemental*  
IN THE MATTER OF registration of an ~~Equipment~~ <sup>May</sup> Trust Agreement dated as of the 14<sup>th</sup> day of ~~March~~, 1979 and made from North American Car Corporation to The Bank of New York, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

**M. C. LARNED**

I, \_\_\_\_\_, of the City of New York in the State of New York, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Assistant Vice President of The Bank of New York, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, First 1979 Series, referred to therein and not for the mere purpose of protecting the chattels or book debts therein mentioned against the creditors of the mortgagor or assignor or preventing such creditors from obtaining payment of any claim against the mortgagor or assignor.

SWORN before me at the  
City of New York in the  
State of New York,  
this 14<sup>th</sup> day of May 1979.



*Kathryn H. Frey*  
A Notary Public in and for said County  
in the State of New York.  
My Commission Expires

KATHRYN H. FREY  
Notary Public, State of New York  
No. 31-1319230  
Qualified in New York County  
Term Expires March 30, 1981

NORTH AMERICAN CAR CORPORATION  
EQUIPMENT TRUST - FIRST 1979 SERIES  
DESCRIPTION OF EQUIPMENT *Added*

Quantity	A.A.R. Mechanical Designation Code	Initials and Serial Numbers	Description
26	T-104	NATX 17364-17389	Class 111A100W3, 100 ton, 16,500 gallon capacity tank cars
3	L-254	NAHX 59186-59188	Class LO, 100 ton, 5,750 cu. ft. hopper cars
25	L-254	NAHX 59211-59235	Same as above
10	L-254	NAHX 59281-59290	Same as above
26	L-254	NAHX 59325-59350	Same as above
25	T-105	NATX 72575-72599	Class 111A100W3, 100 ton, 20,700 gallon capacity tank cars
4	L-651	NAHX 94077-94080	Class LO, 100 ton, 3,000 cu. ft. hopper cars
100	L-153	WVRC 480650-480749	Class LO, 100 ton, 4,750 cu. ft. hopper cars
25	L-153	ALM 480750-480774	Same as above

APPENDIX B

NORTH AMERICAN CAR CORPORATION  
EQUIPMENT TRUST - FIRST 1979 SERIES  
DESCRIPTION OF EQUIPMENT Deleted

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Initials and Serial Numbers</u>	<u>Description</u>
90	L-254	NAHX 59361-59450	Class LO, 100 ton, 5,750 cu. ft. hopper cars
4	L-651	NAHX 94002-94005	Class LO, 100 ton, 3,000 cu. ft. hopper cars
150	L-153	NAHX 482281-482430	Class LO, 100 ton, 4,750 cu. ft. hopper cars
<u>244</u>			